

PACIFIC GAS & ELECTRIC CO
Form 8-K
November 18, 2008

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**FORM 8-K
CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report:

November 18, 2008

(Date of earliest event reported)

PG&E CORPORATION

(Exact Name of Registrant as specified in Charter)

California

1-12609

94-3234914

(State or other jurisdiction of
incorporation)

(Commission File Number)

(IRS Employer
Identification No.)

One Market, Spear Tower, Suite 2400, San Francisco, CA

94105

(Address of principal executive offices)

(Zip code)

415-267-7000

(Registrant's Telephone Number, Including Area Code)

N/A

(Former Name or Former Address, if Changed Since Last Report)

PACIFIC GAS AND ELECTRIC COMPANY

(Exact Name of Registrant as specified in Charter)

California

1-2348

94-0742640

(State or other jurisdiction of
incorporation)

(Commission File Number)

(IRS Employer
Identification No.)

77 Beale Street, P. O. Box 770000, San Francisco, California

94177

(Address of principal executive offices)

(Zip code)

(415) 973-7000

(Registrant's Telephone Number, Including Area Code)

N/A

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

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- o Soliciting Material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01. Other Events.

On November 18, 2008, Pacific Gas and Electric Company (the "Utility"), a subsidiary of PG&E Corporation, issued \$400 million principal amount of 6.25% Senior Notes due December 1, 2013 and \$200 million principal amount of 8.25% Senior Notes due October 15, 2018. (For further information concerning the senior notes, refer to the exhibits attached to this report.) The proceeds from the senior notes issuance will be used for general corporate purposes and partially to repay the Utility's outstanding 3.6% Senior Notes in the principal amount of \$600 million that will mature on March 1, 2009.

Item 9.01. Financial Statements and Exhibits

Exhibits.

Exhibit No. Description

- | | |
|-----|---|
| 1.1 | Underwriting Agreement, dated November 13, 2008 in connection with the Utility's offering of \$400,000,000 aggregate principal amount of its 6.25% Senior Notes due December 1, 2013 and \$200 million principal amount of its 8.25% Senior Notes due October 15, 2018. (1) |
| 4.1 | Fifth Supplemental Indenture dated as of November 18, 2008 relating to the Utility's issuance of \$400,000,000 aggregate principal amount of its 6.25% Senior Notes due December 1, 2013 and \$200 million principal amount of its 8.25% Senior Notes due October 15, 2018. |
| 4.2 | Specimen of 8.25% Senior Note due October 15, 2018 (included as Exhibit A to Fifth Supplemental Indenture filed as Exhibit 4.1). |
| 4.3 | Specimen of 6.25% Senior Note due December 1, 2013 (included as Exhibit B to Fifth Supplemental Indenture filed as Exhibit 4.1) |
| 5.1 | Opinion of Orrick, Herrington & Sutcliffe LLP regarding the legality of the notes |
- (1) Certain schedules have been omitted from this exhibit. The registrants hereby undertake to furnish supplementally copies of any of the omitted schedules upon request by the Commission.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrants have duly caused this report to be signed on their behalf by the undersigned hereunto duly authorized.

PG&E CORPORATION

Dated: November 18, 2008

By: /s/ Linda Y.H. Cheng
LINDA Y.H. CHENG
Vice President, Corporate Governance
and Corporate Secretary

**PACIFIC GAS AND ELECTRIC
COMPANY**

Dated: November 18, 2008

By: /s/ Linda Y.H. Cheng
LINDA Y.H. CHENG
Vice President, Corporate Governance
and Corporate Secretary

Exhibit Index

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- (1) Certain
schedules have
been omitted
from this
exhibit. The
registrants
hereby
undertake to
furnish
supplementally
copies of any of
the omitted
schedules upon
request by the
Commission.